



OMB Approval No.: 3245-0081

Expiration Date: 11-30-2011

Model

Corporate General Partner Resolution
for SBA Commitment

CERTIFICATE

I, _____1_____, Secretary of _____2_____, a corporation of the State of _____3_____ (Corporation), which is a general partner of _____4_____ (Licensee), a licensed small business investment company, hereby certify that the following is a true and complete copy of a resolution adopted by the Board of Directors of the Corporation at a meeting duly called and held on _____5_____, _____, at which a quorum was present throughout; and that the said resolution has not been amended, modified, or repealed.

RESOLVED, that

(1) (Two or more officers of the Corporation, designated by name and title), or any of them, are hereby authorized to cause this Corporation, in its capacity as a general partner of the Licensee, to apply to the Small Business Administration (SBA) for its commitment to reserve funds for the future use by the Licensee in an amount up to \$_____6_____, but not less than \$_____7____ and to apply for draws against such commitment at such times as the Licensee may deem advisable, and in connection with such applications to execute or submit on behalf of the Licensee a commitment letter and all such other instruments or documents as SBA may require; and

(2) SBIC Funding Corporation (Funding Corp.) is authorized as agent for the Licensee to sell the securities to be issued by the Licensee under a commitment letter from SBA (the

"securities"), at such price, on such date, at such rate, and on such terms and conditions as may be deemed proper and as approved by SBA; and to deliver on behalf of the Licensee any and all documentation required by the purchaser(s) to effect the sale and guarantee of the securities, and to receipt for the purchase price for said securities for the account of the Licensee, less selling expenses and other fees and expenses deemed necessary by SBA for itself, Funding Corp., or any of SBA's agents; and

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(3) SBA, directly or through its duly appointed agent, is authorized to insert in the securities the following, as applicable: the SBIC license number, the date of issuance, the rate, the payment dates, the maturity date, and any other information deemed necessary by SBA; and

(4) The Licensee's Limited Partnership Agreement as of the date of this certificate includes all necessary provisions to fully comply with Section 107.1810(i) of Title 13 of the Code of Federal Regulations, effective as of the date hereof; and

(5) The above resolutions shall be effective unless and until written notice of any amendment or rescission is received by SBA and Funding Corp. at least five days before the execution by Funding Corp. of an agreement for the sale of the securities.

IN WITNESS WHEREOF, I have executed this certificate and caused the seal of the Corporation to be affixed hereto this _____8_____ day of _____, _____.

9
Signature

Seal

10

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INSTRUCTIONS FOR COMPLETION OF CERTIFICATE

<u>Blank Number</u>	<u>Instructions</u>
(1)	Name of Officer
(2)	Name of Corporate General Partner
(3)	Name of the State
(4)	Name of the Licensee
(5)	Date
(6)	Maximum Amount of Commitment Request
(7)	Minimum Amount of Commitment Request
(8)	Date
(9)	Signature of Secretary
(10)	Seal

[Please execute and file the correct version of this model resolution, together with the other required documents for the submission of the SBIC debenture commitment application to: U.S. Small Business Administration, Investment Division, Funding Admin. Branch, 409 Third Street, SW, Washington, DC 20416.]

PLEASE NOTE: The estimated burden for completing this form is 20 minutes per response. You are not required to respond to any collection of information unless it displays a currently valid OMB approval number. Comments on the burden should be sent to U.S. Small Business Administration, Chief, AIB, 409 3rd St., S.W., Washington D.C. 20416 and Desk Officer for the Small Business Administration, Office of Management and Budget, New Executive Office Building, Room 10202, Washington, D.C. 20503. OMB Approval (3245-0081). Do not Send Forms to OMB.

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